

THE COMMONWEALTH PLAN, INC.

2655 CAMPUS DRIVE, SAN MATEO, CALIFORNIA 94403

EXECUTIVE OFFICES

RECORDATION NO.

5842

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5842

AREA CODE 415
573-1200

SEP 30 1988-2 43 PM

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INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

September 28, 1988

RECORDATION NO. 5842

SEP 30 1988-2 43 PM

No. 8-274A087

Date SEP 30 1988

Fee \$ 104.00

ICC

100 OFFICE OF
THE SECRETARY
SEP 30 2 50 PM '88
MOTOR OPERATING UNIT

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Attention: Mrs. Mildred Lee, Room 2303

Re: Railroad Car Lease Agreement, dated as of July 2, 1979, by and between The Commonwealth Plan, Inc., as Lessor and Kaiser Sand & Gravel Company, as Lessee.

Dear Mrs. Lee:

Please find enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the following documents:

1. One fully executed original plus two copies of a Rail Car Lease, dated as of May 16, 1988, by and between Kaiser Sand & Gravel Company and Railtex, Inc.
2. Three fully executed and acknowledged original copies of an Assignment, dated as of August 31, 1988, assigning the Rail Car Lease referred to in the immediately preceding paragraph from Kaiser Sand & Gravel Company to Citicorp Leasing, Inc.
3. Three fully executed and acknowledged original copies of a Bill of Sale, dated as of September 26, 1988, by and between The Commonwealth Plan, Inc. and Citicorp Leasing Inc. relating to Kaiser Unit Nos. 1800 - 1859.
4. One fully executed and notarized original plus two executed and notarized copies of a Release Letter, dated as of September 26, 1988, by The First National Bank of Boston releasing its security interest in the Railroad Car Lease Agreement, dated as of July 2, 1979, by and between The Commonwealth Plan, Inc. and Kaiser Sand & Gravel Company relating to Kaiser Unit Nos. 1800 - 1859.

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5. One fully executed and notarized original plus one executed and notarized copy of a Release Letter, dated as of September 26, 1988, by The First National Bank of Boston releasing its security interest in the Individual Leasing Record, dated as of August 28, 1979, by and between The Commonwealth Plan, Inc. and Kaiser Sand & Gravel Company relating to Kaiser Unit Nos. 1800 - 1859.
6. One fully executed and notarized original plus two executed and notarized copies of a Release Letter, dated as of September 26, 1988, by The First National Bank of Boston releasing its security interest in the Rider No. 1, dated as of August 31, 1979, amending the Railroad Car Lease Agreement, dated as of July 2, 1979, by and between The Commonwealth Plan, Inc. and Kaiser Sand & Gravel Company.
7. One fully executed and notarized original plus two executed and notarized copies of a Release Letter, dated as of September 26, 1988, by The First National Bank of Boston releasing the Mortgage, dated as of July 2, 1979, by and between The First National Bank of Boston and The Commonwealth Plan, Inc relating to Kaiser Unit Nos. 1800 - 1859.
8. One fully executed and notarized original plus two executed and notarized copies of a Release Letter, dated as of September 26, 1988, by The First National Bank of Boston releasing the Assignment, dated as of July 2, 1979, assigning the Railroad Car Lease Agreement, dated as of July 2, 1979, by and between The Commonwealth Plan, Inc., as lessor and Kaiser Sand & Gravel Company, as lessee, from The Commonwealth Plan, Inc. to The First National Bank of Boston relating to Kaiser Unit Nos. 1800 - 1859.

In connection with the recording of the above referenced documents, please note the following information:

1. Name and address of Seller/Lessor: The Commonwealth Plan, Inc., 2655 Campus Drive, Suite 200, San Mateo, California 94403.
2. Name and address of Buyer: Citicorp Leasing, Inc., 601 Midland Avenue, Rye, New York 10580.

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3. Name and address of Lessee: Kaiser Sand & Gravel Company, 3000 Busch Road, P. O. Box 580, Pleasanton, California 94566.
4. Name and address of Bank/Mortgagee: The First National Bank of Boston, 100 Federal Street, Boston, Massachusetts 02106.
5. General description of equipment covered by Documents: Sixty 100 Ton, 2,330 Cubic Foot, Open Top Hopper Cars, AAR Mechanical Designation HM; Numbered KGCX 1800 - 1859 inclusive.
6. Previous filings with the Interstate Commerce Commission covering the Equipment:

<u>Document</u>	<u>Recordation Date</u>	<u>Recordation Number</u>
Railroad Car Lease Agreement, dated as of July 2, 1979, by and between The Commonwealth Plan, Inc., as lessor and Kaiser Sand & Gravel Company, as lessee.	8/20/79	10756
Individual Leasing Record, dated as of August 28, 1979, by and between The Commonwealth Plan, Inc., as lessor and Kaiser Sand & Gravel, as lessee.	9/21/79	10756-A
Rider No. 1, dated as of August 31, 1979, amending the Railroad Car Lease Agreement, dated as of July 2, 1979, by and between The Commonwealth Plan, Inc., as lessor and Kaiser Sand & Gravel Company, as lessee.	9/21/79	10756-B
Mortgage, dated as of July 2, 1979, by and between The First National Bank of Boston, as mortgagee and The Commonwealth Plan, Inc., as mortgagor.	9/24/79	10839

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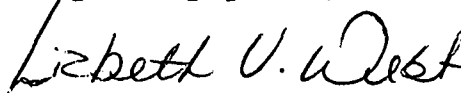
<u>Document</u>	<u>Recordation Date</u>	<u>Recordation Number</u>
Assignment, dated as of July 2, 1979, assigning the Railroad Car Lease Agreement, dated as of July 2, 1979, by and between The Commonwealth Plan, Inc., as lessor and Kaiser Sand & Gravel Company, as lessee, from The Commonwealth Plan, Inc. to The First National Bank of Boston.	9/24/79	10839-A

Enclosed is our check in the amount of \$104.00 to record the enclosed documents. When the recording of these documents has been completed, please endorse, with the relevant recording information, two copies of each document provided herewith and return them in the enclosed self-addressed envelope.

Please feel free to contact Mr. Curt A. Schultz or the undersigned toll free at (800) 227-6516 if you have any questions in this matter.

Thank you in advance for your assistance.

Very truly yours,


Lizbeth V. West
Paralegal

lvw;2

Enclosures

cc: William D. Sewall
Curt A. Schultz

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BILL OF SALE

REGISTRATION NO. _____ FROM 1230

SEP 30 1988 2 22 PM

KNOW ALL MEN BY THESE PRESENTS:

INTERSTATE COMMERCE COMMISSION

That The Commonwealth Plan, Inc., a Massachusetts corporation (hereinafter called "Seller") in consideration of the sum of One Dollar (\$1) and other good and valuable consideration, the receipt whereof is hereby acknowledged, in hand paid by Citicorp Leasing, Inc. (hereinafter called "Buyer"), does hereby GRANT, BARGAIN, SELL, CONVEY, TRANSFER AND DELIVER unto Buyer on an as-is, where-is basis, without warranties of any kind whatsoever (except for warranty of title as hereinafter provided), all of its right, title and interest in the following described equipment:

Sixty 100 Ton, 2,330 Cubic Foot, Open Top Hopper Cars, AAR Mechanical Designation HM; Numbered KGCX 1800 - 1859

Seller warrants that it has good title to such equipment and the right to convey the same, and that the title is free and clear of all liens, encumbrances, and rights of others, except for those rights evidenced by the Rail Car Lease, dated May 16, 1988, between Kaiser Sand & Gravel Company and Railtex, Inc.

TO HAVE AND TO HOLD the said equipment unto the Buyer, its successors and assigns forever.

IN WITNESS WHEREOF Seller has caused these presents to be executed by its duly authorized officer, and its corporate seal to be affixed this 26th day of September, 1988.

THE COMMONWEALTH PLAN, INC.,
Seller

By [Signature]
William D. Sewall
Senior Vice President-
Administration

A C K N O W L E D G E M E N T

STATE OF CALIFORNIA)

COUNTY OF SAN MATEO) ss.

BEFORE ME, on this day personally appeared William D. Sewall, known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act and deed of the Seller for the purposes and consideration therein expressed.

WITNESS MY HAND AND SEAL THIS 26th day of September, 1988.

Lizbeth V. West
Notary Public

2/1/K/091688



Form Approved

CRS
Counsel
9/30/88